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July 4, 2014

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Box 1007 Station Main  
Edmonton, Alberta T5J 4W6

I hereby certify that the following special resolution was passed at the Annual General Meeting of the members The Edmonton Down Syndrome Society on Saturday, June 21, 2014.

The Bylaws were changed as follows:

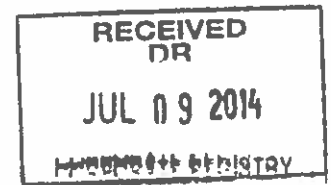
See Attached

Janice Res  
Name

Executive Director  
Title

July 7, 2014  
Date

**EDMONTON DOWN SYNDROME SOCIETY  
BY-LAWS**



**SECTION 1 – DEFINITIONS**

**1.01 Definitions.** In these bylaws, unless the context otherwise requires:

- a) The words "Society" and "association" where they appear in these bylaws unless otherwise specified, will mean and refer to the "Edmonton Down Syndrome Society";
- b) In these bylaws, unless the context otherwise requires, words imparting the singular, or the masculine gender will include the plural number or the feminine gender and vice versa;
- c) In these bylaws a "member in good standing" or "voting member" will refer to a member who has paid his annual membership fee and is not in arrears, and who has not resigned or been expelled from the Society;
- d) The words "Executive", "Executive Board" and "the board" unless otherwise specified, will refer to the elected Officers and Directors of the Society;
- e) "Parent" will in these bylaws include a foster parent or legal guardian in addition to a natural parent;
- f) "Fees" or "Dues" means the membership fees and mounts and terms of payment of which will be determined by the Board of Directors from time to time.

**SECTION 2 - MEMBERSHIP**

**2.01 Membership.** Will be open to parents, relatives and guardians of people with Down syndrome, to professionals and to all other people sympathetic to the purposes of the Society. Parents and family members of persons with Down syndrome, may jointly hold a single voting 'family' membership. In this arrangement, each parent and family members would be accorded the same entitlements as voting members excepting that in the casting of any vote, only one (1) voice would be heard. To be eligible for this arrangement, the names of each individual will be recorded under the family designation with the Secretary of the Society. Adults with Down syndrome who are also part of a family that holds a family membership may hold their own membership; this will be recorded with the Secretary of the Society.

**2.02 Membership Fees and Categories.**

- a) Any person or family interested in the aims and objectives of the Society may apply for membership by completing an application form and paying the non-refundable membership dues as set by the Society.

- b) No person employed by the Edmonton Down Syndrome Society may hold voting membership.
- c) Membership in the Society will include the following classifications: Voting, Associate and Honorary.
  - 1. Voting members will be entitled to:
    - i. Receive notice of and attend meetings of the Society
    - ii. Vote on all matters at such meetings
    - iii. Hold office on the Executive if duly elected according to the criteria in these bylaws
  - 2. Associate members will be entitled to receive notice of and attend meetings of the Society.
  - 3. Honorary membership may be conferred by the Executive on any person who has given long or outstanding service to the Society and such honorary members will the same entitlements as Associate members.

**2.03 Withdrawal of Membership.** Any member wishing to withdraw from the membership may do so upon giving notice in writing to the Society, and the membership will cease effective on the date such notice is received.

**2.04 Termination of Membership.** A membership may be terminated upon unanimous vote of the Executive at any time for any cause including;

- a) if the Member has failed to abide by the Bylaws;
- b) if the Member has disrupted meetings or functions of the Society; or
- c) if a Member's actions are perceived to be harmful to the Society;

**2.05 Loss of membership.** Loss of membership will occur if membership dues are not paid within sixty days of the start of any calendar year.

**2.05 Member Liability.** No member of the Society is, in his individual capacity, liable for any debt or liability of the Society.

### SECTION 3 - DIRECTORS AND OFFICERS

**3.01 Board of Directors.** The affairs of the Society will be managed and conducted by a Board of no less than five (5) and up to nine (9) members. Two (2) seats of this board shall be reserved and filled by two (2) members of the Steering Committee. The balance of three (3) to seven (7) seats shall be elected with individuals from the community at large.

**3.02 Duties of the Officers.** The Board will consist of the following Officers and Directors combined from the community at-large and the Steering Committee:

a) Chair. The Chair, must be a member of the community at-large, when present, preside at all meetings of the Society and Board. In the absence of the Chair at any meeting, the Vice-Chair will preside at such a meeting. He will appoint the Chairs of all committees with the approval of the Executive. The Chair will be charged with the general management and supervision of the affairs and operations of the Society.

b) Vice-Chair. The Vice-Chair must be a member of the community at-large, will assume those duties of the Chair, if unable, until such time as a meetings may be called for the purpose of electing a new Chair should the circumstances warrant.

c) Secretary. The Secretary must be a member of the Steering Committee and will preserve minutes of all meetings as required and collect and receive the annual fees or assessments levied by the Society. In the absence of the Secretary, those duties will be discharged by any Officer appointed by the Board. The Secretary will be the keeper of the seal of the Society. The corporate seal of the Association will only be used by the Secretary when authorized by resolution of the Executive and only in the presence of the signing authorities, that being the Treasurer and Chair. The Secretary will keep a confidential register of the names and mailing addresses of all the members of the Society. The register will include the date on which each person became a member, the date on which the person ceased to be a member, and an indication of the type of membership held by each person. The Secretary will also keep a record of the name, address, and occupation of each Officer and Director of the Society, and any other information as may be required by law. All information collected by the Secretary is subject to Alberta's *Personal Information Protection Act (PIPA)* regulations.

d) Treasurer. The Treasurer, must be a member of the community at-large, will supervise receipt of all monies paid to the Society and will be responsible to properly account for the funds of the Society, will ensure that all monies paid to the Society are deposited into a bank account specified by the Executive, and keep such books as may be directed. At any meeting of the Board, the Annual General Meeting and Special Meeting will prepare a submission to be duly reviewed, of the financial position of the Society reflecting the current fiscal year.

e) Directors.

- i. The Board may appoint up to four (4) additional directors. As a prerequisite to taking office, must be a member of the community at-large.
- ii. The Board will notify the membership when an appointed Director has been added to the executive. An appointed Director may only serve until the next Annual General Meeting.
- iii. The Board must place the Chair of the Steering Committee on the Board in a Director role.

f) Past Chair. The past Chair will participate in executive meetings and advise and assist the current Chair and Directors as required in an ex-officio capacity.

g) Self-Advocate Director. An adult with Down syndrome who is a member in good standing may serve as a Self-Advocate Director and will provide their input and advice on issues facing the Executive in an ex-officio capacity.

**3.03 Attendance.** It is the duty of each member of the Executive to attend each meeting of the Executive. Any member who misses three consecutive meetings, or fifty percent of the meetings

in any twelve (12) month period, without just cause or with notification, may be replaced by the Executive.

**3.04 Support to the Board.** The following positions will support the executive in an advisory ex-officio.

a) Special Advisors and Committee Chairs are those individuals who have been hired by the Society, work with another organization in cooperation with the Society or who volunteer for the Society by administering a program may attend Executive meetings in order to provide regular updates and expert information to the Executive at the pleasure of the Chair.

b) The Board of Directors will have the following standing committees and may add additional committees from time to time at its discretion;

- i) Steering Committee comprised of Members representing various age groups of people with Down syndrome with the purpose of advising the Board on issues and needs arising from the Membership
- ii) Nominations Committee
- iii) Financial Review Committee
- iv) Review Committee

**3.05 Terms of Office.** Any Director will be eligible for election and/or appointment to a position on the Executive for no more than six (6) consecutive years or 3 terms, at which time that person will retire from the Executive for at least 18 months.

**3.06 Appointment.** The Board, by resolution, may appoint or remove any Officer of the Board as the Board may consider advisable, for a term and with responsibilities as set out in the said resolution.

**3.07 Remuneration and Expenses.** No Officer or Director will receive a salary or remuneration for acting as such, but may receive such compensation for expenses incurred in office as may be approved by the Society.

**3.08 Removal of Directors.** A Member of the Executive will cease to be a member of the Executive when:

- a) At the time he ceases to be a member of the Association;
- b) At the option of the Executive when he absents himself from three or more consecutive meetings of the Executive without reasonable cause;
- c) By expulsion resolution passed by seventy-five (75%) of the voting members of the Association present at a Special General Meeting called for that purpose;
- d) If he is convicted of an indictable offence;
- e) If he becomes insolvent;
- f) If he becomes of unsound mind, or dies.

**3.09 Quorum.** A quorum for the transaction of business at any meeting of the Board will consist of at least fifty-one percent (51%) of the members of the Executive.

**3.10 No Liability.** In accordance with the Society Act of Alberta 1980, no member, Officer, or Director of the Society is, in his individual capacity, liable for a debt or liability of the Society.

**3.11 Elections.** Individuals nominated for elections will give notice in writing to the Secretary of their willingness to stand for election, and to serve in the office for the complete term. In any elections, candidates will only be nominated for election to one position. The candidate receiving a simple majority of votes cast in any election will be declared the winner.

**3.12 Board Meetings.** The Executive of the Society will meet at least once quarterly to carry out the business of the Edmonton Down Syndrome Society.

a) Meetings of the Board will be called providing ten (10) days' notice in writing mailed to each Director, or by three (3) days' notice by telephone, facsimile or electronic mail.

b) Meetings may be held without notice if a quorum of the Board is present. However, any business transactions at such meetings require ratifying at the next duly called meeting of the Board; otherwise they may be null and void;

c) A meeting of the Board may be held by conference call or a Director may participate in a meeting of the Board by means of a conference call or other communication facilities including an electronic conference facility approved by the Board, as permits all persons participation in the meeting to communicate with each other, and a Director participating in such a meeting by such mean is deemed to be present at the meeting.

**3.13 Conflict of Interest.** The Board may establish, by resolution policies designed to address real or perceived conflicts of interest of the Society and the interest of the Board of Directors, Executive, Members and employees of the Society.

## SECTION 4 – MEETINGS OF THE SOCIETY

**4.01 Annual General Meeting.** An Annual General Meeting of the Society will be held once in each year, within 120 days form the end of the fiscal year. Members will receive a minimum of 10 days written notice of the date and location of the Annual General Meeting. The Annual General Meeting will include:

a) adoption of the agenda;

b) adoption of the minutes of the last Annual General Meeting and any other General or Special Meetings held since the last Annual General Meeting;

c) consideration of the report from the Board of Directors;

d) review of the financial statements setting out the Society's income, disbursements, assets and liabilities and the report of the financial review committee or treasurer;

e) election of the Directors and Steering Committee to replace those whose time has expired;

f) consideration of matters specified in the meeting notice.

**4.02 Special General Meetings.** Special General Meetings of the Society may be called by Order of the Chair at his or her own discretion or on written request from five or more voting members or from three or more members of the Executive. The written request must specify the

nature of the business to be brought before such Special General Meeting, and business will be confined to the item(s) specified.

- a) Members will be notified of special meeting locations, times and agenda in writing, such notice being mailed to each member at least 21 days prior to the special meeting.
- b) A quorum for the transaction of business at any membership meeting of the Society will consist of at least thirty percent (30%) voting members of the Society.
- c) Each voting membership in good standing will be entitled to one vote on any matter to be voted upon by the Society.
- d) The rules of order for all meetings of the Society will follow Roberts Rules of Order Revised.
- e) Except where otherwise specified, motions or resolutions will be adopted by a simple majority.
- f) When so requested by one or more members, and for all elections, voting will be by secret ballot.

## **SECTION 5 – AUDITING AND REPORTING**

**5.01 Auditing.** The books and financial records of the Edmonton Down Syndrome Society will be audited at least once each year by a qualified auditor specified by the Executive. A properly audited financial statement will be presented by the Treasurer at the Annual General Membership meeting.

**5.02 Exercise of Borrowing Powers.** The Executive will have the following powers:

- a) To purchase or lease any real and/or personal property for the purpose of establishing a headquarters of the Society;
- b) To obtain and receive money by way of contributions, donations, subscriptions, legacies, grants or any other lawful method, and to receive gifts of property to be used in accordance with the objectives of the Society;
- c) To invest in such a manner, as may be prescribed by law, any monies of the Society not immediately required to meet expenses;
- d) To borrow, raise or secure payment of money in such manner as is deemed necessary to carry on the business of the Society;
- e) All cheques and disbursements drawn on any account of the Society will be marked with the seal of the Society and carry the signatures of two of the following: the Treasurer, Chair, Vice-Chair or Secretary or a staff member who is responsible for the overseeing the operations of the Society.

f) The Executive may hire and approve the employment and salaries of such personnel as may be deemed necessary to better enable the Executive to carry out the objectives of the Society.

**5.03 Inspection of Books and Records by Members.** Normally the current year's books and records of the Society will be available at all regular meetings for examination by any member in good standing. By appointment with the Secretary, the books and records from previous years may be viewed by any member in good standing.

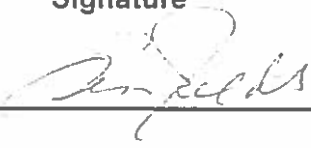
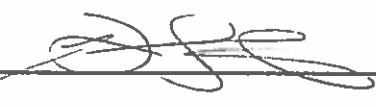
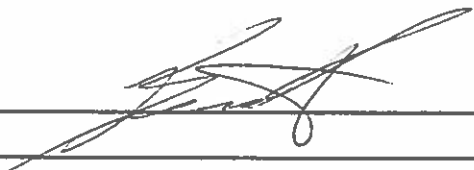
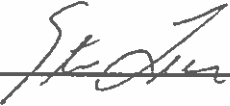
**5.04 Dissolution.** In the event of the dissolution of the Society, its remaining assets after payment of liabilities, will be distributed to one or more recognized charitable organizations in Alberta.

### SECTION 6 – AMENDMENTS

**6.01 Amendments.** The By-laws of the Society may be rescinded, altered or amended by Special Resolution of the Society.

**6.02 Amendment Effect.** Such changes to the By-laws are not effective until such time as the changes have been accepted and registered by the Corporate Registry of Alberta.

**6.03 Adoption.** A proposal to change the bylaws and constitution will require a minimum of three-quarters support of all members in good standing present, in order to stand as carried. The voting will be a recorded vote by a show of hands.

Dated this day of Name	Signature	Complete Address
June 21/14		2 Conker Court 31. Hilda St, AB T8L 1J3
June 21/14		737 Heacock Road Edmonton, AB T6R 2M1
June 21/14		1130 S. Mclellan Rd Edmonton, AB T6S 4Z4
June 21/14		931 Hope Way, Edmonton, AB T6M 3A2